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DELPHI
Automotive Systems



Benefit Information



Dear Delphi Salaried Employee:

This booklet contains general information about your Delphi benefits. It covers the Employee Retirement Income Security Act of 1974 (ERISA) and the Consolidated Omnibus Budget Reconciliation Act (COBRA). This information is taken directly from "Your GM Benefits — A Handbook for Salaried Employees in the United States" and is modified to incorporate information specific to Delphi.

Note: The benefits provided under the Delphi Benefit Plans and Programs are the same as those offered to you previously under the GM Benefit Plans and Programs. Therefore, the summary plan description (SPD) of benefits presented in "Your GM Benefits" still applies and can be used as a reference to your Delphi benefits. You can request a copy of "Your GM Benefits" by calling 1-800-435-3946.

The carriers that administer your Delphi benefits are also the same as those under the GM Benefits Program. The telephone numbers for the carriers are listed on the back cover of this booklet. Use these numbers if you have questions about a specific Delphi benefit plan or program.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Gebbia".

Steven Gebbia
Executive Director
Employee Benefits
Delphi Automotive Systems Corporation



Employee Retirement Income Security Act of 1974 (ERISA)

With the exception of the right to amend, modify, suspend or terminate, this section applies only to Delphi benefit plans governed by ERISA.

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*Number in parentheses is the corresponding page number in "Your GM Benefits"

Types of Plans

The Delphi Salaried Retirement Program is a defined benefit plan providing trustee and/or insured retirement benefits to employees who retire and to their eligible survivors. The Delphi Life and Disability Benefits Program is a welfare benefit plan providing life, personal accident and disability coverages to employees. The Delphi Salaried Health Care Program is a welfare benefit plan that provides self-insured benefits to employees and their eligible dependents. The Delphi Layoff Benefit Plan and the Delphi Income Protection Plan also are welfare benefit plans that provide trustee benefits while employees are absent from work due to layoff. The Delphi Savings-Stock Purchase Program is a defined contribution plan with an employee stock ownership feature that provides trustee benefits to employees who elect to participate in this program. The Separation Allowance Plan is a welfare benefit plan that provides benefits to salaried employees for separation under certain circumstances. The Employee Assistance Program is a welfare benefit plan that provides assistance to salaried employees with personal problems.

Salaried Retirement Program trustee benefits are provided through the payor bank, Bank One. Savings-Stock Purchase Program trustee benefits are provided through State Street Bank and Trust Company. All life insurance, personal accident and Salaried Retirement Program insured benefits, as well as health care benefits for certain employees, are provided through the Metropolitan Life Insurance Company. Health care benefits are provided through additional carriers such as Blue Cross/Blue Shield, United HealthCare, a number of local plans providing the coverages, and health maintenance organizations. Layoff Benefit Plan and Income Protection Plan trustee benefits are provided through Bank One. Employee Assistance Program services are provided by Delphi and selected providers. Delphi is responsible for administration of the plans described in this booklet.

Plan Year

December 31 is the end of the plan year for all plans and programs except the Salaried Retirement Program. Records of these plans are kept on a calendar year basis. The Salaried Retirement Program plan year ends on September 30.

Named Fiduciary

Except as described below, the Executive Committee of the Board of Directors of Delphi Automotive Systems is the named fiduciary of the benefit plans described in this booklet which are governed by ERISA. The Executive Committee may delegate authority to carry out such responsibilities as it deems proper, to the extent permitted by ERISA. Except as provided below, General Motors Investment Management Corporation (GMIMCo) is the named fiduciary of the Savings-Stock Purchase Program (S-SPP) and the Salaried Retirement Program (SRP) for purposes of investment of Program assets. GMIMCo may delegate authority to carry out such responsibilities as it deems proper, to the extent permitted by ERISA. For purposes of the S-SPP, any participant or beneficiary, who makes an investment election permitted under the Program or otherwise exercises control permitted under the Program over the assets in the account shall be deemed the named fiduciary under ERISA responsible for such decisions to the extent that such designation is permissible under applicable law and that the investment election or other exercise of control is not protected by Section 404(c) of ERISA, as amended.

Administrator

Delphi Automotive Systems Corporation is the sponsoring employer and administrator of the employee benefit plans described in this booklet which are governed by ERISA. The administrator's address is Mailcode 480-414-450, Timberland Building, 1450 Corporate Drive, Troy, MI 48098.

Identification Numbers

Delphi's employer identification number is 38-3430473. Plan numbers are as follows:

Program/Plan Name	Number
Salaried Retirement Program	001
Savings-Stock Purchase Program	002
Life & Disability Benefits Program	501
Layoff Benefit Plan	502
Income Protection Plan	503
Dependent Care Spending Account	504
Health Care Spending Account	505
Separation Allowance Plan	506
Salaried Health Care Program	507
Employee Assistance Program	508
Long Term Care Program	509

Legal Process

Service of legal process on Delphi Automotive Systems may be made at any office of the CT Corporation. CT Corporation, which maintains offices in all 50 states, is the statutory agent for services of legal process on Delphi. The procedure for making such service generally is known to practicing attorneys. Service of legal process also may be made upon Delphi at the Service of Process Office, Delphi Legal Staff, Timberland Building, 1450 Corporate Drive, Troy, MI 48098.

Participant Rights

As a participant in the Delphi benefit plans which are governed by ERISA you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all plan participants shall be entitled by law to:

- Examine, without charge, at the plan administrator's office and at other locations, all plan documents, including insurance contracts, collective bargaining agreements and copies of all documents filed by the plan administrator with the U.S. Department of Labor, such as annual reports and plan descriptions.
- Obtain copies of all plan documents and other plan information upon written request to the plan administrator. The administrator may make a reasonable charge for the copies.
- Receive a summary of the plan's annual financial report.
- Obtain once a year, free of charge, upon written request, a statement telling you whether you have a right to receive a retirement benefit at normal retirement age (age 65) and, if so, what your benefits would be at normal retirement age if you stop working now. If you do not have a right to a retirement benefit, the statement will tell you how many more years you have to work to earn such a right.

Fiduciary Responsibilities

In addition to creating rights for plan participants, ERISA imposes duties upon the persons who are responsible for the operation of employee benefit plans.

These persons are referred to as "fiduciaries" in the law. Fiduciaries must act solely in the interest of the plan participants and they must exercise prudence in the performance of their plan duties.

If your claim for a benefit is denied, in whole or in part, you will receive a written explanation of the reason for the denial. You have the right to a review and reconsideration of your claim.

If you request certain materials and do not receive them within 30 days, you may file suit in a federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or federal court.

If you should file a suit for any reason, the court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you are not successful, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

If you have any questions about the above statement or about your rights under ERISA, you may wish to contact the plan administrator or the nearest office of the Pension and Welfare Benefits Administration, U.S. Department of Labor, listed in your telephone directory of the Division of Technical Assistance and Inquiries, Pension and Welfare Benefits Administration, U. S. Department of Labor, 200 Constitution Avenue, N.W. Washington, D.C. 20210.

Benefit Guaranty

Certain benefits under the Delphi Salaried Retirement Program are guaranteed by the Pension Benefit Guaranty Corporation (PBGC), if the plan terminates. The PBGC guarantees (1) normal-age retirement benefits, (2) early retirement benefits (up to the amount accrued for normal retirement), and (3) certain disability and survivor's pensions.

The PBGC guarantees, vested benefits at the level in effect on the date of the plan termination.

However, if benefits have been increased within five years before plan termination, the benefit increases may not be guaranteed. No benefit increase that has been in effect for less than 12 months before the plan terminates is guaranteed. Moreover, there is a statutory ceiling on the amount of an individual's monthly benefit that PBGC guarantees. You may wish to address any inquiries you may have to: Pension Benefit Guaranty Corporation, 1200 K Street, N.W., Washington, D.C. 20005 (telephone number: 1-202-326-4000).

Right to Amend, Modify, Suspend, or Terminate

Delphi reserves the right to amend, modify, suspend, increase, decrease or terminate any of its employee benefit plans or programs by action of its Board of Directors (Board) or other committee or individual expressly authorized by the Board to take such action. The benefits to which an employee is entitled are determined solely by the provisions of the applicable benefit plan or program. Absent an express delegation of authority from the Board of Directors, no one has the authority to commit the Corporation to any benefit or benefit provisions not provided for under the applicable benefit program, or to change the eligibility criteria or any other provisions of such program.

Salaried Retirement Program

In the event that the Salaried Retirement Program is partially or totally terminated, the amount of assets available to provide benefits shall be allocated based on the priorities stated below, less expenses for administration or liquidation:

- Mandatory employee contributions;
- In the case of benefits payable as an annuity:
 - In the case of benefits in pay status three years prior to termination (at the lowest pay level in that period and at the lowest benefit level under the Program during the three years prior to termination); and
 - In the case of benefits that would have been in pay status three years prior to termination had the participant been retired (and had the participant's benefits commenced then, at the lowest benefit level under the Program during the three years prior to termination);
- All other benefits of individuals under the Program that are guaranteed under the plan termination insurance provisions of ERISA, determined without regard to Section 4022 of ERISA;
- All other non-forfeitable benefits under the program; and
- All other benefits under the Program.

In the event of termination or partial termination of the Program, the rights of all affected employees to benefits accrued to the date of such termination, partial termination, or discontinuance, to the extent funded as of such date, is nonforfeitable.

Life and Disability Benefits Program and Salaried Health Care Program

Upon termination or partial termination of either Program, coverage will cease as of the effective date of termination.

Layoff Benefit Plan and Income Protection Plan

Upon termination of either Plan, for two years, unless the trust fund is sooner exhausted, assets remaining in the trust fund shall be used to pay expenses of administration and to pay benefits to eligible employees. After two years, assets remaining in the trust fund will be used to benefit participants, subject to the maximum liability amount with respect to the Income Protection Plan.

Savings-Stock Purchase Program (S-SPP)

Upon termination, or partial termination, of the S-SPP, no further contributions or savings will be made to the accounts of participants. Participants will maintain entitlement to vested benefits held in their account.

Trustees

Trustees of the Retirement Program, who accumulate assets through which trustee retirement benefits (Part A and Part B supplementary) are provided, are as follows:

Bankers Trust Company
280 Park Avenue
New York, New York 10015

Chase Manhattan Bank, N.A.
1211 Avenue of the Americas
New York, New York 10036

Mellon Bank, N. A.
1 Mellon Bank Center
Pittsburgh, Pennsylvania 15258

Some retirement benefits (Part B primary) are provided through the following insurance companies:

Aetna Life Insurance Company
151 Farmington Avenue
Hartford, Connecticut 06115

Metropolitan Life Insurance Company
One Madison Avenue
New York, New York 10010-3690

Prudential Life Insurance Company
Prudential Plaza
Newark, New Jersey 07101

The Trustee of the Savings-Stock Purchase Program, who accumulates assets through which benefits are provided, is:

State Street Bank and Trust Company
Master Trust Division
One Enterprise Drive
North Quincy, Massachusetts 02171

The Trustee of the layoff Benefit Plan and the Income Protection Plan, who accumulates assets through which layoff benefits are provided, is:

Bank One
611 Woodward Avenue
Detroit, Michigan 48232

Application and Claims Review Procedures

To receive benefits under any of these employee benefits plans, generally you will need to file an application. Appropriate forms are available by contacting the appropriate servicing center, whose phone numbers are listed on the back cover of this booklet.

After your application is received, your eligibility for benefits will be determined, and you will be advised accordingly.

If your application for benefits is denied in whole or in part, written notice will be made to you as soon as practical but generally no later than 90 days after receipt of your application. This notice will include specific reasons for the denial and will refer to the plan provisions upon which the denial is based. The notice also will include a description of any additional information that may be needed if the claim is to be resubmitted. An explanation of the procedure by which you may have your denied claim reviewed also will be included in the notice.

Within 60 days after receipt of a formal notification letter from the Insurance Company that a life insurance claim or a personal accident insurance claim has been denied in whole or in part and the reasons for such denial, the Employee or beneficiary may request that the Insurance Company review the denial of that claim. The request for review should be submitted to the Insurance Company at the address where the life insurance claim was processed (or as otherwise instructed). As a part of the review, the Employee or beneficiary should submit any data or written comments to support the claim. A written decision on the Employee's or beneficiary's request for review will be furnished within 60 days (120 days if special circumstances require an extension of time) after the written request for review is received. This written decision on the review will include the specific reasons for the decision and will set forth specific reference to plan provisions upon which the decision is based.

With the exception of life insurance, personal accident insurance, and long term care which are insured, or HMOs which have their own exclusive claims review procedure, if you are not satisfied with the decision, you may appeal within sixty (60) days to the Employee Benefit Plans Committee (EBPC) which has been delegated authority to construe, interpret, and administer Delphi's employee benefit plans. **The decision of the Employee Benefit Plans Committee is final and binding.** You may initiate such an appeal by writing the Secretary, EBPC, at Mailcode 480-414-450, Timberland Building, 1450 Corporate Drive, Troy, MI 48098.



Consolidated Omnibus Budget Reconciliation Act (COBRA)

The following notice is required under COBRA at the time you become eligible for Corporation-paid health care benefits.

The Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA), as amended, requires most employers sponsoring group health plans to offer employees and their families the opportunity to buy a temporary extension of health coverage (called "COBRA Continuation Coverage"), at a contribution rate slightly above group rates, in certain instances where coverage under the employer's plan is lost. For COBRA purposes, a "loss of coverage" means any change in the terms or conditions of your coverage. This notice is intended to inform you, in a summary fashion, of your rights and obligations under COBRA. Both you and your spouse, if applicable, should take the time to carefully read this notice.

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* Number in parentheses is the corresponding page number in "Your GM Benefits"

When COBRA Applies

COBRA applies to you if you have coverage as an active employee, as an employee on disability leave, or as a dependent of one of the above.

Employee Information

As an employee, you have a right to elect COBRA Continuation Coverage if you "lose" your group health coverage because of a reduction in your hours of employment or the termination of your employment (for reasons other than gross misconduct on your part).

In some situations, you may "lose coverage" but have a limited opportunity to continue some alternate coverage under the Program ("Program continuation"). In such cases, the options available to you will be explained. You will be required to elect between COBRA and Program continuation.

Retiree Information

At the time you retire, you and your eligible dependents may be able to continue your health care coverages under the Delphi Health Care Program (as noted on page 105 of "Your GM Benefits"). Alternatively, you or your dependents may elect to continue health care under COBRA. If you elect COBRA, you waive any rights you may have to Delphi Health Care Program continuation. Further, if you elect Delphi Health Care Program continuation, you waive your rights to COBRA.

Spouse Information

If you are the spouse of a covered employee, you have the right to elect COBRA Continuation Coverage if you lose group health coverage for any of the following three reasons:

- The death of your spouse;
- A termination of your spouse's employment (for reasons other than gross misconduct) or reduction in spouse's hours of employment sufficient to cause a loss of coverage(s); or
- Divorce from your spouse.

Dependent Children Information

In the case of dependent children of a covered employee, the children have the right to COBRA Continuation Coverage if group health coverage is lost for any of the following four reasons:

- The death of the covered employee;
- The termination of the covered employee's employment (for reasons other than gross misconduct) or reduction in the hours of employment sufficient to cause a loss of coverage(s);
- Parents' divorce; or
- The dependent ceases to be a "dependent child" under the terms of the Program.

General Information

Under COBRA, the employee or a family member has the responsibility to inform Delphi of a divorce, legal separation, or a child losing dependent status under the plan within 60 days from the date on which eligibility ceases.

In the event of a reduction in your hours, termination of employment, death, or retirement, Delphi (or a COBRA Administrator acting for Delphi) is responsible for notifying you or your dependent(s) of the right to elect COBRA Continuation Coverage. Under the law, you or your dependent(s) have 60 days from the date you (1) would lose coverage or (2) are notified of your rights, to inform Delphi that you want COBRA Continuation Coverage.

If you do not elect COBRA Continuation Coverage and do not have alternative continuation rights under the Delphi Program, your group health coverage will end in accordance with the Program provisions. You may be eligible for a "conversion contract" from the carrier administering your coverage when eligibility ceases. A conversion policy offers limited coverages and is a private contract between you and the carrier.

For More Information...

Savings Stock Purchase Program	
■ Investment Service Center	1-800-489-4646
■ Investment Service Center (TTY)	1-800-655-0969 (TTY)
■ Investment Service Center (Overseas) (Collect)	1-606-282-8946
Personal Retirement Income Plan (Putnam)	1-800-343-0909
GMAC Demand Notes	
■ Prospectus	1-800-255-4622
■ Rates	1-800-426-8323
Financial Planning (AYCO)	1-800-437-6383
Flex Spending Accounts	1-800-435-3946
Flex Spending Accounts (TTY)	1-800-872-8682 (TTY)
Health Care	
■ Health Care (TTY)	1-800-435-3946
■ Dental Claims (Jardine)	1-800-872-8682 (TTY)
■ DME and P&O Network (Northwood NPN)	1-800-729-1227
■ Vision Claims	1-800-936-9314
■ Mail Order Prescription Drugs (M.O.P.D.)	1-800-638-0166
■ Extended Care Coverage (Connecticut General)	1-800-464-4679
■ CareLine	1-800-523-4626
■ COBRA	1-800-235-2302
	1-800-537-5865
Long Term Care (Hancock)	1-800-200-6773
Basic Life, Optional Life, Dependent Life and Personal Accident Insurance	
■ Reporting a death	1-800-633-3900
■ Reporting a death (TTY)	1-800-872-8682 (TTY)
■ Inquiries	1-800-435-3946
■ Inquires (TTY)	1-800-872-8682 (TTY)
■ Total Control Account Program®	1-800-435-3946
■ Total Control Account Program®(TTY)	1-800-872-8682 (TTY)
Sickness and Accident Benefits	1-800-734-0346
Sickness and Accident Benefits (TTY)	1-800-882-3563 (TTY)
Extended Disability Benefits	1-800-734-0346
Extended Disability Benefits (TTY)	1-800-882-3563 (TTY)
Layoff Benefits	
■ Consolidated Income Security Administration (CISA) Center	1-800-852-6000
Retirement Program	
■ Pension Administration Center	1-800-659-2000
■ Pension Administration Center (TTY)	1-800-659-8811 (TTY)
■ Retiree Servicing Center	1-800-828-9236
■ Retiree Servicing Center (TTY)	1-800-872-8682 (TTY)
Employee Assistance Plan (Care Line)	1-800-235-2302
GM New Vehicle Purchase Center	1-800-235-4646
GMAC Smart Lease Program	1-800-327-6278

***USE your Social Security
number in all of your
communications to Delphi
Automotive Systems.***

***CONTACT your local Social
Security office if you have
any questions about Social
Security or Medicare.***

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